

NOTICE

SHORTER NOTICE IS HEREBY GIVEN THAT THE 13TH (THIRTEENTH) ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF SEWA GRIH RIN LIMITED (SGRL) WILL BE HELD ON FRIDAY, SEPTEMBER 27, 2024 AT 03:00 PM (IST) AT OUR CORPORATE OFFICE AT BUILDING NO 8C 8TH FLOOR TOWER-C, DLF CYBER CITY GURUGRAM, HARYANA, INDIA, 122002 THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS (“VC/OAVM”) TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended March 31, 2024, the Reports of the Directors and the Auditors thereon and to pass the following resolution:**

“RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2024, and the report of Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

- 2. To appoint a director in place of Mr. Rajat Arora (DIN: 07201387), who retires by rotation and being eligible, offers himself for re-appointment and to pass the following resolution:**

“RESOLVED THAT pursuant to the provision of Section 152(6) of the Companies Act 2013 and rules made thereunder, Mr. Rajat Arora (DIN: 07201387), who retires by rotation, and being eligible, offers himself for the re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

- 3. To appoint a director in place of Ms. Shilpa Naval Kumar (DIN: 02404667), who retires by rotation and being eligible, offers herself for re-appointment and to pass the following resolution:**

“RESOLVED THAT pursuant to the provision of Section 152(6) of the Companies Act 2013 and rules made thereunder, Ms. Shilpa Naval Kumar (DIN: 02404667), who retires by rotation, and being eligible, offers herself for the re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

- 4. To appoint M/S S.N. Dhawan & Co. LLP, Chartered Accountants (Firm Registration Number: 000050N/N500045) as a statutory auditor of the company and to fix their remuneration.**

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under and applicable provisions of Reserve Bank of India (RBI) Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated April 27, 2021, M/s S.N. Dhawan & Co (Firm Registration Number- 000050N/N500045), be and are hereby appointed as Statutory Auditors of the Company to hold office for next three financial years i.e., FY 2024-25, 2025-26 and 2026-27 (from the conclusion of 13th Annual General Meeting till the conclusion of 16th Annual General Meeting), as per the provisions of the Companies Act, 2013 at an annual remuneration of INR 37,50,000

(including forensic audit, tax audit and certifications) plus taxes and out of pocket expenses with an annual increment of INR 2,50,000 every year till their tenure.

RESOLVED FURTHER THAT pursuant to the provisions of Section 144 and other applicable provisions if any, of the Companies Act, 2013, read with rules made there under, the auditors shall also provide the relevant certificates at a price agreed in writing along with statutory audit fees as may be required under various statutory or regulatory requirements.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and hereby severally authorize any Director, Chief Compliance Officer or Company Secretary of the Company to take all actions and to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, desirable or expedient to give effect including but not limited to intimating the Reserve Bank of India (RBI)/ National Housing Bank (NHB) or any other regulatory authority as applicable for such appointment and to do all acts, deeds and things in connection therewith and incidental thereto as they in their absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end.

RESOLVED FURTHER THAT a certified copy of this resolution is provided to all concerns as and when required under the hand of any Director, Chief Compliance Officer or Company Secretary of the Company, be furnished to the necessary authorities and they be requested to act thereon."

SPECIAL BUSINESS:

5. To remove Ms. Shruti Savio Gonsalves from the position of Director of the Company.

To considerer, and if thought fit, to pass the following resolution as **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder, Ms. Shruti Savio Gonsalves (DIN: 07160748) be and is hereby removed from the office of Director of SEWA Grih Rin Limited with immediate effect and cease to hold all powers granted to her by the Company.

RESOLVED FURTHER THAT any of the directors of the Company be and are hereby severally authorized to file relevant forms with the Registrar of Companies, update the Company's register of directors, and to do all such acts, deeds, matters and things as deem necessary, proper or desirable for the purpose of giving effect to the aforesaid resolution."

Date: September 11, 2024

Place: Gurugram

**By Order of the Board of Director
For SEWA Grih Rin Limited**

KASHVI
MALHOTRA

Digitally signed by
KASHVI MALHOTRA
Date: 2024.09.11
17:42:20 +05'30'

Kashvi Malhotra
Head Company Secretary & Compliance
Membership No. ACS 23213
Add: H-7 West Patel Nagar
New Delhi – 110008



NOTES:

1. The Ministry of Corporate Affairs ("MCA") inter-alia vide its General Circular nos. 14/2020 dated April 8, 2020; 17/2020 dated April 13, 2020; 20/2020 dated May 05, 2020; 02/2021 dated January 13, 2021; 02/2022 dated May 5, 2022; 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by MCA (hereinafter collectively referred as "MCA Circulars") has permitted the holding of the Annual General Meeting/Extra-ordinary General Meeting through Video Conferencing ("VC") or through other audio-visual means ("OAVM"), without the physical presence of the Members at a common venue.
2. The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013 as amended, read with relevant rules made thereunder, the Secretarial Standard No. 2 on General Meetings issued by the Institute of Company Secretaries of India, setting out the material facts and reasons, in respect of Item No. 4 & 5 of this Notice to be transacted at Annual General Meeting (the "Meeting") is annexed herewith.
3. Relevant documents referred to in the Notice and the Explanatory Statement and the other Statutory Records (Registers) shall be open for inspection at the Registered Office of the Company up to the date of the Annual General Meeting of the Company.
4. **GENERAL INSTRUCTION FOR ACCESSING AND PARTICIPATING IN THE AGM THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIOVISUAL MEANS (OVAM) FACILITY:**
 - A. Since the AGM is conducting through Video Conferencing/ Other Audio-Visual Means (VC/OAVM), there is no requirement for the appointment of proxies. Accordingly, the facility to appoint proxies to attend and cast vote for the Members is not available for this AGM.
 - B. As the meeting will be held through VC/ OAVM, the Route Map of the venue of the meeting is not annexed to this Notice.
 - C. Pursuant to Section 113 of the Act, Corporate members intending to send their authorized representative(s) to attend the AGM through VC / OAVM on its behalf and to vote are requested to send in advance a scanned copy (PDF/JPG Format) of a duly certified copy of the relevant Board Resolution / Letter of Authority / Power of Attorney of those representative(s), to the Company through e-mail to compliance@sgrlimited.in.
 - D. The Company has made arrangement of attending the AGM through VC/ OAVM and members desirous of attending the AGM through VC/ OAVM may note the following step for connectivity:

MS Teams
Meeting ID: 413 610 155 039
Passcode: *****1
Join the meeting now

¹ Passcode will be shared separately to the shareholders.



- E. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- F. Pursuant to the provision of the Companies Act 2013, voting on all matters considered at the AGM shall be by way of show of hands, unless a demand for poll is made by any member in accordance with Section 109 of the Act. Members attending the AGM through VC/OAVM are requested to convey their assent or dissent by sending the duly filled and signed polling paper, on items considered in the meeting by sending e-mails to the designated e-mails addressed of the Company i.e. compliance@sgrlimited.in.
- G. In compliance with the MCA Circulars, Notice of the AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company. If any shareholder wishes to change their registered email id or communicate otherwise may send an email to the Company Secretary at compliance@sgrlimited.in.
- H. The process for dial through video conference and password for the same is as mentioned herein above. The facility for joining the meeting shall be kept open at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time. In case of any difficulties or if you need assistance, please contact at compliance@sgrlimited.in and Phone No. +91 124 4271750.
5. Appointment / Re-appointment of Directors At the ensuing Annual General Meeting, Ms. Shilpa Naval Kumar and Mr. Rajat Arora, retire by rotation and being eligible, offer themselves for re-appointment.
6. Corporate Members intending to send their Authorized Representative to attend the Meeting are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the General Meeting.
7. All documents referred to in the accompanying Notice and Explanatory Statement are open and available for inspection at the Registered Office of the Company on all working days between 11:00 a.m. and 1:00 p.m., up to the date of this Meeting. The aforesaid documents will also available for inspection at the General Meeting.

Date: September 11, 2024
Place: Gurugram

By Order of the Board of Director
For SEWA Grih Rin Limited

KASHVI
MALHOTRA

Digitally signed by
KASHVI MALHOTRA
Date: 2024.09.11
17:42:47 +05'30'

Kashvi Malhotra
Head Company Secretary & Compliance
Membership No. ACS 23213
Add: H-7 West Patel Nagar
New Delhi - 110008

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 4:

The members are hereby informed that the Reserve Bank of India issued guidelines for appointment of statutory auditors of banks and non-banking finance companies (NBFCs), including housing finance companies. The circular RBI/2021-22/25 Ref. No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 (Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) was issued on April 27, 2021, followed by 'Frequently Asked Questions' (FAQs) on the circular wherein it was clearly stated that the entities with asset size of more than Rs.1000 Crore will have to appoint the Statutory Auditor for a continuous period of three years. In view of the above RBI Guidelines, the Company has adopted a Policy for Appointment of Statutory Auditors ('Policy').

Since, SGRL has crossed Rs.1000 crore asset threshold in FY 2023- 2024 and in accordance with the aforesaid RBI Guidelines M/s S.S Kothari Mehta & Company, Chartered Accountants will not be eligible for re-appointment.

In compliance with the RBI guidelines, the existing Statutory Auditors of the Company M/s S.S Kothari Mehta & Company has expressed their inability to continue to hold the office of Statutory Auditors and has tendered their resignation on July 11, 2023 and their resignation will effect from the conclusion of 13th Annual General Meeting.

Further, on the basis of recommendation of the Audit Committee and the Board of directors in its meeting held on July 11, 2024, considering the profile, experience and specialization in the audit of banking and financial service sector, the Board of Directors proposes the appointment of M/s. S.N. Dhawan & Co. LLP, Chartered Accountants, (Firm Registration No. 000050N/N500045), as Statutory Auditors of the Company for the consecutive term of three financial years (2024-25 to 2026-27) to hold office from the conclusion of the 13th Annual General Meeting ('AGM') till the conclusion of the 16th AGM of the Company, subject to the fulfilment of the eligibility norms each year during its tenure at such remuneration plus taxes, out-of-pocket, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors, the auditors shall also provide the relevant certificates at a price agreed along with statutory audit fees as may be required under various statutory or regulatory requirements.

Further, the Company has also received an eligibility certificate from M/s. S.N. Dhawan & Co. LLP, Chartered Accountants, (Firm Registration No. 000050N/N500045), as Statutory Auditors in Form-B as prescribed under the aforesaid RBI Guidelines on Appointment of Statutory Auditors. The same is annexed in **Annexure-A**.

Accordingly, the Board of Directors recommends the resolution set out at item no. 4 for the approval of Members as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice.



ITEM NO. 5:

The Members are hereby informed that the Company has received a Special Notice dated September 9, 2024, from Sewa Mutual Benefit Trust, shareholder of the Company holding 19.41 % of the share capital in the Company, proposing the removal of Ms. Shruti Savio Gonsalves from her position as a Director of the Company, under section 169 and section 115 of the Companies Act, 2013 read with applicable rules, as shareholders of the Company have lost confidence in Ms. Shruti Savio Gonsalves continuing as a director of the Company.

Further, the Nomination and Remuneration Committee (**NRC**) in its meetings held on 30th August 2024 and 5th September 2024, based on its discussions of the findings of the Final Fact- Finding Report issued by KPMG dated 7th August 2024 and other facts discovered by the Company, has recommended to the board of directors to consider removal of Ms. Shruti Savio Gonsalves from the office of Director of the Company.

Based on the special notice received by the Company and the recommendations made by the Nomination and Remuneration Committee, the board in its meeting dated 9 September 2024 recommended to the shareholders that Ms. Shruti Savio Gonsalves be removed from her position as a Director of the Company under section 169 and section 115 of the Companies Act, 2013 read with applicable rules.

Accordingly, the Board of Directors recommends the resolution set out at item no. 5 for the approval of Members as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives except Ms. Shruti Gonsalves is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of this Notice.

Date: September 11, 2024

Place: Gurugram

**By Order of the Board of Director
For SEWA Grih Rin Limited**

KASHVI
MALHOTRA

Digitally signed by
KASHVI MALHOTRA
Date: 2024.09.11
17:43:12 +05'30'

**Kashvi Malhotra
Head Company Secretary & Compliance
Membership No. ACS 23213
Add: H-7 West Patel Nagar
New Delhi – 110008**

ATTENDANCE SHEET

Company Name: SEWA GRIH RIN LIMITED

Registered office: 1st Floor, 216/C-12, Old No. C-12 Plot No. 13-B, Guru Nanak Pura, Laxmi Nagar,
Delhi, India, 110092

Phone: +91-11-43521832

Email: Contact@sgrlimited.in

Website: www.sgrlimited.in

CIN: U65923DL2011PLC222491

Please fill attendance slip and hand it over at the entrance of the meeting hall
Joint shareholders may obtain additional Slip at the venue of the meeting.

Name and address of the Shareholder/Proxy: _____

Folio No.: _____

ID & Client ID*: _____

No. of Shares held: _____

I/We hereby record my/our presence at the 13th Annual General Meeting of the SGRL at our Corporate office at Building No 8C 8th Floor Tower-C, DLF Cyber City Gurugram, Haryana, India, 122002 on Friday, September 27, 2024, at 03:00 PM IST onwards.

Signature of the Shareholder or Proxy**:

*Applicable for investors holding shares in electronic form.

**Strike out whichever is not applicable



FORM B**Eligibility Certificate from M/s S.N. Dhawan & CO LLP****Firm Registration No.: 000050N/N500045****A. Particulars of the firm: As at 31 March 2024**

Asset size of Entity as on 31 March of previous year (i.e. financial year ending 31 March 2023)	Number of Full-Time Partners (FTP)s associated* with the firm for a period of three (3) years	Out of total FTPs, number of FCA Partners associated with the firm for a period of three (3) years	Number of full time Partners/ Paid CA's with CISA/ISA Qualification	Number of years of audit experience#	Number of professional staff
Total assets of Sewa Grih Rin Limited as at 31 March 2023 – Rs. 7,745.33 million	11 (Eleven) We have 14 partners associated for more than 3 years, of which 3 are partner with another firm, hence not considered as full time partners as per RBI Regulations (see Part B(ii))	11 (Eleven)	3 (Three)	Date of establishment of Firm 1.1.1944 Total audit experience - 80 (Eighty years) This includes experience of audit of commercial banks – 49 (Forty Nine years)	21 Partners and 124 Professional staff (Chartered Accountants) Of the above, number of professional staff associated with the firm for continuous period of more than 1 year – 103 (One Hundred Three)

*Exclusively associated in case of all Commercial Banks (excluding RRBs), and UCBs/NBFCs with asset size of more than Rs. 1,000 crores

#Details may be furnished separately for experience as SCAs/SAs and SBAs



B. Additional Information:

	Particulars	Response								
(i)	Copy of Constitution Certificate	Attached								
(ii)	Whether the firm is a member of any network of audit firm, or any partner of the firm is a partner in any other audit firm? If yes, details thereof	<p>Network of Mazars, France</p> <p>Following partners of firm are also partner/proprietor in another firm, detail is as under:</p> <table border="1"><thead><tr><th>Name of partner</th><th>Firm</th></tr></thead><tbody><tr><td>Vinesh Jain</td><td>S. Prashad & Co. (a defunct firm)</td></tr><tr><td>Basantani Gul</td><td>M/s Sharma & Mittal</td></tr><tr><td>Pankaj Walia</td><td>M/s Walia & Associates</td></tr></tbody></table> <p>These partners are not considered as full-time partners as per RBI regulations, accordingly, excluded in Table in Part A</p>	Name of partner	Firm	Vinesh Jain	S. Prashad & Co. (a defunct firm)	Basantani Gul	M/s Sharma & Mittal	Pankaj Walia	M/s Walia & Associates
Name of partner	Firm									
Vinesh Jain	S. Prashad & Co. (a defunct firm)									
Basantani Gul	M/s Sharma & Mittal									
Pankaj Walia	M/s Walia & Associates									
(iii)	Whether the firm has been appointed as SCA/SA by any other Commercial Bank (excluding RRBs) and/or All India Financial Institution (AIFI)/RBI/NBFC/UCB in the present financial year? If yes, details thereof	<p>Central Statutory auditor of Shivalik Small Finance Bank</p> <p>We have not been appointed as statutory auditors of NBFCs for FY 2024-2025 as of the date of this declaration</p>								
(iv)	Whether the firm has been debarred from taking up audit assignments by any regulator/Government agency? If yes, details thereof.	No								
(v)	Details of disciplinary proceedings etc. against firm by any Financial Regulator/Government agency during last three years, both closed and pending.	Nil								



C. Declaration from the firm:

The firm complies with all eligibility norms prescribed by RBI regarding appointment of Statutory Auditors (SA) of Non-Banking Finance Companies (NBFCs). It is certified that neither I nor any of our partners / members of my / their families (family will include besides spouse, only children, parents, brothers, sisters or any of them who are wholly or mainly dependent on the Chartered Accountants) or the firm / company in which I am / they are partners / directors have been declared as willful defaulter by any bank / financial institution.

It is confirmed that the information provided above is true and correct.

For S. N. Dhawan & Co LLP

Chartered Accountants

Firm Registration No. 000050N/N500045



Rahul Singhal

Partner

Membership No.: 096570

Place: Gurugram

Date: 06 May, 2024

9 September 2024

To
The Board of Directors
SEWA Grih Rin Limited
1st Floor, 216/C-12, Old No. C-12 Plot
No. 13-B, Guru Nanak Pura, Laxmi Nagar,
East Delhi, Delhi, Delhi, India, 110092

Dear Sirs,

Re: Issue of special notice under section 169(2) read with section 115 and other applicable provisions of the Companies Act, 2013.

1. We, SEWA Mutual Benefit Trust (holding 19.41% of the paid-up share capital) are the shareholders of SEWA Grih Rin Limited (**Company**).
2. As per certain preliminary investigations carried out by the Company and external agencies engaged by the Company, we are given to understand that Ms. Shruti Savio Gonsalves has been found to be involved in certain financial irregularities concerning the funds of the Company. We would want the Company to follow a zero-tolerance policy towards such matters and have a leadership that can take the Company forward through these difficult times and be an inspiration to other employees. We as shareholders of the Company have lost confidence in Ms. Shruti Savio Gonsalves continuing as a director of the Company and therefore seek her removal as the director of the Company.
3. In this regard, please see below the draft resolutions for the consideration of the shareholders of the Company. We request the board that the same be presented to the shareholders at the general meeting of the Company. We further request the board to call for a general meeting at the soonest to transact this matter.

ITEM NO. 1: REMOVAL OF MS. SHRUTI SAVIO GONSALVES AS DIRECTOR OF THE COMPANY

To pass the following resolution as ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder, Ms. Shruti Savio Gonsalves (**DIN: 07160748**) be and is hereby removed from the office of Director of SEWA Grih Rin Limited with immediate effect and cease to hold all powers granted to her by the Company.

RESOLVED FURTHER THAT any of the directors of the Company be and are hereby severally authorized to file relevant forms with the Registrar of Companies, update the Company's register of directors, and to do all such acts, deeds, matters and things as deem necessary, proper or desirable for the purpose of giving effect to the aforesaid resolution."

4. Please treat the above as the special notice under section 169(2), read with section 115 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder for the aforesaid purpose.

5. We reserve our right to requisition a general meeting, should the Board fail to include the said resolution for consideration of the shareholders at the next general meeting called by it.

Renana Jhabvala

Thanking you,

Sincerely,

Name: Renana Jhabvala

Director

DIN: 01106825

Address: